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SERVICE DATE - MAY 6, 1997

DO

FR-4915-00-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[STB Finance Docket No. 33394]

Southern Pacific Transportation Company--Trackage Rights Exemption--Union Pacific
Railroad Company

Union Pacific Railroad Company has agreed to grant overhead trackage rights to Southern Pacific Transportation Company (SP) over trackage extending from milepost 82.88, near Lathrop, to milepost 94.50, near Stockton, a distance of 11.62 miles in San Joaquin County, CA.

The earliest the transaction can be consummated is May 5, 1997, the effective date of the exemption (7 days after the exemption was filed).

The purpose of the trackage rights is to facilitate efficient train operations during reconstruction of SP's Roseville Yard.

As a condition to this exemption, any employees affected by the trackage rights will be protected by the conditions imposed in *Norfolk and Western Ry. Co.--Trackage Rights--BN*, 354 I.C.C. 605 (1978), as modified in *Mendocino Coast Ry., Inc. - Lease and Operate*, 360 I.C.C. 653 (1980).

This notice is filed under 49 CFR 1180.2(d)(7). If it contains false or misleading information, the exemption is void *ab initio*. Petitions to revoke the exemption under 49 U.S.C. 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

STB Finance Docket No. 33394

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 33394, must be filed with the Surface Transportation Board, Office of the Secretary, Case Control Unit, 1925 K Street, N.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on Joseph D. Anthofer, Esq., 1416 Dodge Street, #830, Omaha, NE 68179.

Decided: April 30, 1997.

By the Board, David M. Konschnik, Director, Office of Proceedings.

Vernon A. Williams

Secretary